

**Hearing Date: November 19, 2013 at 10:00 a.m. (prevailing Eastern Time)**

**WINSTON & STRAWN LLP**

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*Attorneys for WFNBA*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020-MG
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
Debtors.	)	Jointly Administered
	)	

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**DECLARATION OF JAMES DONNELL IN SUPPORT OF LIMITED OBJECTION OF  
WFBNA TO CONFIRMATION OF JOINT CHAPTER 11 PLAN PROPOSED BY  
RESIDENTIAL CAPITAL, LLC AND THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS**

I, James Donnell, hereby declare under penalty of perjury:

1. I am a partner at Winston & Strawn LLP, counsel to Wachovia Bank and Wachovia Bank of Delaware, now succeeded by Wells Fargo Bank, N.A., ("WFBNA" or "the Bank").

2. On August 20, 2013, the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") and the official committee of unsecured creditors (the "Creditors' Committee" and together with the Debtors, the "Plan Proponents") filed their *Notice of Revised Disclosure Statement for the Plan Proponents' Revised Joint Chapter 11 Plan* [Docket No. 4771] (the "Revised Disclosure Statement"), which included the Plan Proponents'

*Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al, and the Official Committee of Unsecured Creditors as Exhibit 1 (the “Revised Plan”).*

3. On August 23, 2013, the Plan Proponents filed their *Notice of Filing of Corrected Solicitation Version of the Disclosure Statement and Joint Chapter 11 Plan*, [Docket No. 4819], which included the solicitation version of the *Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al., and the Official Committee of Unsecured Creditors* (the “Solicitation Version of the Disclosure Statement”), as well as the Plan Proponents’ *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al., and the Official Committee of Unsecured Creditors* (the “Solicitation Version of the Plan”).

4. This Declaration is submitted in support of the *Limited Objection of WBFNA to Confirmation of Joint Chapter 11 Plan Proposed by Residential Capital, LLC and the Official Committee of Unsecured Creditors* (the “Limited Objection”), filed contemporaneously herewith.

5. Attached hereto as Exhibit A is a true and correct copy of the original commercial deposit agreement executed between WFBNA and the Ally/ResCap Entities, dated January 3, 2012.

6. Attached hereto as Exhibit B is a copy of a letter by WFBNA, providing notice of amendments to the commercial deposit agreement, dated January 3, 2012 to the Ally/ResCap Entities, effective April 25, 2012, delivered to Jordan Wishnew of Morrison & Foerster LLP on March 19, 2012, and referenced in the Limited Objection.

*[remainder of this page intentionally left blank]*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 21, 2013.

/s/ James Donnell  
James Donnell